

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CYPRUS AMAX MINERALS COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "CAV CORPORATION" UNDER THE NAME OF "CAV CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF DECEMBER, A.D. 1999, AT 12:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

EPA Region 5 Records Ctr.



386920



3083687 8100M

991513561

Edward J. Freel, Secretary of State

AUTHENTICATION: 0113148

DATE: 12-02-99

CA000191

EXHIBIT A

=====

CERTIFICATE OF MERGER
OF
CYPRUS AMAX MINERALS COMPANY
WITH AND INTO
CAV CORPORATION

(Under Section 251 of the General
Corporation Law of the State of Delaware)

CAV CORPORATION, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

- (a) CAV Corporation, a Delaware corporation ("SubC"); and
- (b) Cyprus Amax Minerals Company, a Delaware corporation ("Cyprus").

2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of September 30, 1999, among Phelps Dodge Corporation, SubC and Cyprus has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 (and, with respect to SubC, by the written consent of its sole stockholder in accordance with Section 228) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is CAV Corporation (the "Surviving Corporation").

4. The Certificate of Incorporation of SubC as in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 2600 North Central Avenue, Phoenix, Arizona 85004-3014.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

CA000192

IN WITNESS WHEREOF, CAV Corporation has caused this certificate to be signed as
of the 2nd day of December, 1999.

CAV CORPORATION

By: DC Yearley
Name: D.C. YEARLEY
Office: CHAIRMAN

CA000193